

RECORDATION NO. 13685-2

Filed 1425

NOV 1 1982 2 20 PM

Ms. Agatha L. Mergenovich,
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 13685-H

Filed 1425

NOV 1 1982 2 20 PM

INTERSTATE COMMERCE COMMISSION

Re: Southern Pacific 82-1

No. NOV 1 1982

Date.....

Fee \$20.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of each of Acceptance Supplement No. 6 dated November 1, 1982 and Acceptance Supplement No. 7 dated November 1, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982 between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to these documents are as follows:

Lessor: MMB Partners
c/o Mitsui Manufacturers Bank
135 East Ninth Street
Los Angeles, California 90015

Lessee: Southern Pacific Transportation
Company
One Market Plaza
San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Ms. Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$20.00 covering the required recording fee.

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Rec. No 13685-H
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NOV 1 12 33 PM '82
FEE OPERATIONS
C. C. AR

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Completed

A short summary of the enclosed documents to appear in the Index follows:

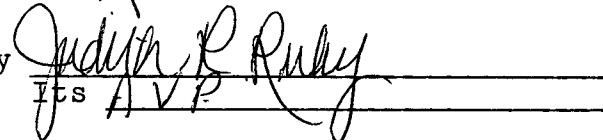
Acceptance Supplement No. 6 dated November 1, 1982 and Acceptance Supplement No. 7 dated November 1, 1982, both executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982 between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111, covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,
Its Managing Partner

By 
Its

By 
Its

LESSOR

DESCRIPTION OF EQUIPMENT

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
111	Tamper	Jackson-Jordan	139270
112	Tamper	Jackson-Jordan	139271
113	Tamper	Jackson-Jordan	139272
114	Double Broom	Tamper-Canron	1784662
115	Double Broom	Tamper-Canron	1784642
116	Double Broom	Tamper-Canron	1784652
117	Mark III	Tamper-Canron	3580452
118	Mark III	Tamper-Canron	3580442
119	Line Master	Portec, Inc.	LM-812
120	Line Master	Portec, Inc.	LM-813
121	Line Master	Portec, Inc.	LM-814
122	Line Master	Portec, Inc.	LM-815
123	Line Master	Portec, Inc.	LM-816
124	Ballast Regulator	Kershaw	26-1614
125	Ballast Regulator	Kershaw	26-1615
126	Ballast Regulator	Kershaw	26-1621
127	Ballast Regulator	Kershaw	26-1622
128	Ballast Regulator	Kershaw	26-1626
129	Ballast Regulator	Kershaw	26-1627
130	Whole Tie Remover	Kershaw	47-150
131	Yard Whizz	Idaho-Norland	D-1006
132	Yard Whizz	Idaho-Norland	D-1007
133	Cushman Spread Truck	Tractor-Equip. Sales	552672

Schedule A
(to Interstate Commerce Commission recordation)

Interstate Commerce Commission
Washington, D.C. 20423

11/1/82

OFFICE OF THE SECRETARY

Janice Wajda
Chapman & Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear Ms. Wajda:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/1/82 at 12:40pm, and assigned re-recordation number(s). 13685-H, 13685-I & 13685-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

ACCEPTANCE SUPPLEMENT

RECORDATION NO. 13685 Filed 1/1/82No. 6

NOV 1 1982 - 12 40 PM

Date of Acceptance November 1, 1982

INTERSTATE COMMERCE COMMISSION

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui-Manufacturers Bank and Steiner Financial Corporation and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit shall be as provided in Schedule A and in the Lease and Schedule thereto.

Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Unit.

Lessee represents and warrants that the Unit covered hereby is new Section 38 property and was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

Mitsui Manufacturers Bank, Managing Partner

By [Signature]
Its [Signature]
By [Signature]
Its [Signature]

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]
Its [Signature]
MGR. LEASING - COMPUTERS
& M OF W PRODUCTS

STATE OF

COUNTY OF

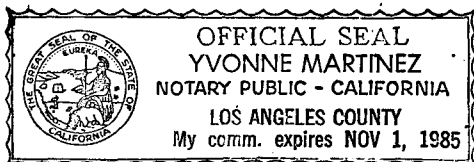
)
) SS
)

On this 28th day of October, 1982, before me personally appeared Yael M. Inbar and Judith R. Ruben, to me personally known, who being by me duly sworn, says that they are the Vice President and Asst. Vice Pres. respectively of Mitsui Manufacturers Bank, managing partner of MMB Partners, a California general partnership, that said instrument was signed on behalf of said general partnership by authority of its partners, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.

Yvonne Martinez
Notary Public

[NOTARIAL SEAL]

My commission expires:

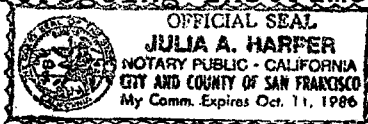


STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

)
) SS
)

On this 29 day of October, 1982, before me personally appeared Harry Meedon, to me personally known, who being by me duly sworn, says that he is the Manager of Leasing of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julia A. Harper
Notary Public

[NOTARIAL SEAL]

My commission expires: October 11, 1986

ACCEPTANCE SUPPLEMENT 6/111

Purchase Order No.: 0800-64-04813

Description: Tamper

Identification No: 197-RM

Manufacturers Serial No.: 139270

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: Houston, Texas

Lessor's Cost: \$173,934.07

Rent: \$8165.86

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/112

Purchase Order No.: 0800-64-04813

Description: Tamper

Identification No: 194-RM

Manufacturers Serial No.: 139271

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: Oakland, CA

Lessor's Cost: \$178.428.06

Rent: \$8376.84

Commencement Date: January 1, 1983

Term: 6 Years

Purchase Order No.: 0800-64-04813

Description: Tamper

Identification No: 196-RM

Manufacturers Serial No.: 139272

Vendor or Manufacturer: Jackson Jordan, Inc.

Location: Oakland, CA

Lessor's Cost: \$173,913.71

Rent: \$8164.90

Commencement Date: January 1, 1983

Term: 6 Years

Purchase Order No.: 0800-64-00813

Description: Double Broom

Identification No: 5-RM

Manufacturers Serial No.: 1784662

Vendor or Manufacturer: Tamper Canron

Location: Houston, Texas

Lessor's Cost: \$80,026.94

Rent: \$3757.10

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/115

Purchase Order No.: 0800-64-00913

Description: Double Broom

Identification No: 6-RM

Manufacturers Serial No.: 1784642

Vendor or Manufacturer: Tamper Canron

Location: Houston, Texas

Lessor's Cost: \$80,026.94

Rent: \$3,757.10

Commencement Date: January 1, 1983

Term: 6 Years

Purchase Order No.: 0800-64-00913

Description: Double Broom

Identification No: 7-RM

Manufacturers Serial No.: 1784652

Vendor or Manufacturer: Tamper Canron

Location: Houston, Texas

Lessor's Cost: 80,026.94

Rent: \$3757.10

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/117

Purchase Order No.: 0800-64-04913

Description: Sixteen tool Mark III

Identification No: -RM

Manufacturers Serial No.: 3580452

Vendor or Manufacturer: Tamper Canron

Location: Oakland, CA

Lessor's Cost: \$183,395.04

Rent: \$8,610.03

Commencement Date: January 1, 1983

Term: six years

ACCEPTANCE SUPPLEMENT 6/118

Purchase Order No.: 0800-64-04913

Description: Sixteen Tool Mark III

Identification No:

Manufacturers Serial No.: 3580442

Vendor or Manufacturer: Tamper Canron

Location: Houston, Texas

Lessor's Cost: \$183,395.04

Rent: \$8610.03

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/119

Purchase Order No.: 0800-64-90913

Description: Line Master

Identification No:

Manufacturers Serial No.: LM-812

Vendor or Manufacturer: Portec, Inc.

Location: Oakland, California

Lessor's Cost: \$45,700.00

Rent: \$2145.52

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/120

Purchase Order No.: 0800-64-90913

Description: Line Master

Identification No:

Manufacturers Serial No.: LM-813

Vendor or Manufacturer: Portec, Inc.

Location: Oakland, CA

Lessor's Cost: \$45,700.00

Rent: \$2145.52

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/121

Purchase Order No.: 0800-64-90913

Description: Line Master

Identification No:

Manufacturers Serial No.: LM-814

Vendor or Manufacturer: Portec, Inc.

Location: Houston, Texas

Lessor's Cost: \$45,700.00

Rent: \$2145.52

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/122

Purchase Order No.: 0800-64-90913

Description: Line Master

Identification No:

Manufacturers Serial No.: LM-815

Vendor or Manufacturer: Portec, Inc.

Location: Houston, Texas

Lessor's Cost: \$45,700.00

Rent: \$2145.52

Commencement Date: January 1, 1983

Term: 6 years

ACCEPTANCE SUPPLEMENT 6/123

Purchase Order No.: 0800-64-90913

Description: Line Master

Identification No:

Manufacturers Serial No.: LM-816

Vendor or Manufacturer: Portec, Inc.

Location: Houston, Texas

Lessor's Cost: \$45,700.00

Rent: \$2145.52

Commencement Date: January 1, 1983

Term: 6 years

ACCEPTANCE SUPPLEMENT 6/124

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: 101-RM

Manufacturers Serial No.: 26-1614

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: Oakland, CA

Lessor's Cost: \$75,775.90

Rent: \$3557.53

Commencement Date: January 17, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/125

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: 102-RM

Manufacturers Serial No.: 26-1615

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: Oakland, CA

Lessor's Cost: \$75,775.90

Rent: \$3557.53

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/126

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: 103-RM

Manufacturers Serial No.: 26-1621

Vendor or Manufacturer: Kershaw Manufacturing Inc.

Location: Houston, Texas

Lessor's Cost: \$72,790.90

Rent: \$3417.39

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/127

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No: 104-RM

Manufacturers Serial No.: 26-1622

Vendor or Manufacturer: Kershaw Manufacturing Co., Inc.

Location: Houston, Texas

Lessor's Cost: \$72,790.90

Rent: \$3417.39

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/128

Purchase Order No.: 0800-64-07513

Description: Ballast Regulator

Identification No:

Manufacturers Serial No.: 26-1626

Vendor or Manufacturer: Kershaw Manufacturing Inc.

Location: Oakland, CA

Lessor's Cost: \$72,790.90

Rent: \$3417.39

Commencement Date: January 1, 1983

Term: 6 Years

ACCEPTANCE SUPPLEMENT 6/129

Purchase Order No.: 0800-64-90713

Description: Ballast Regulator

Identification No:

Manufacturers Serial No.: 26-1627

Vendor or Manufacturer: Kershaw Manufacturing Co. Inc.

Location: Oakland, CA

Lessor's Cost: \$61,725.30

Rent: \$2897.88

Commencement Date: January 1, 1983

Term: 6 years

ACCEPTANCE SUPPLEMENT 6/130

Purchase Order No.: 0800-64-91313

Description: Whole Tie Remover

Identification No: 231-RM

Manufacturers Serial No.: 47-150

Vendor or Manufacturer: Kershaw Manufacturing Inc.

Location: Oakland, CA

Lessor's Cost: \$59,068.10

Rent: \$2773.13

Commencement Date: January 1, 1983

Term: 6 years